WJFF Board of Trustees Meeting Minutes – Approved on October 25, 2017
August 30th, 2017
Liberty Building

Trustees Present: Bruno (phone), DeLeo, Geary (6:35pm), Higgins, Hilton, Hulit, Lomax, McCullough (7:57 to - not present for any votes), McDaniel, Moore, Nordstrom, Page (phone), Peterson, Pomeroy, Springhetti
Trustees Absent: See above – Leila McCullough was not present during any voting.
Staff Members Present: Andrea Nero-Eddings
CAB Representatives Present: Sheila Dugan, Judy Heinle

A quorum being present, the meeting was called to order by Pat Pomeroy at 6:32pm. She introduced Linda Drollinger from The River Reporter, who was covering the meeting for the paper.

Approval of Minutes
Motion: Approve the minutes of the August 2, 2017 meeting. (Hilton/Nordstrom)
In favor: Bruno, DeLeo, Higgins, Hilton, Hulit, Lomax, McDaniel, Moore, Nordstrom, Page, Peterson, Pomeroy, Springhetti
Opposed: none
Abstaining: none

Revisions to the Agenda: none

First Public Comment Period:
Dick Riseling identified himself as a member of the Facilities Committee and the Liberty Property Research Committee. He suggested an alternate proposal to either staying in Jeffersonville or moving to Liberty. His comments are attached to these minutes.
Midge Maroni offered numerous criticisms about the Radio Chatskill program on the topic of station facilities that aired last weekend, both in terms of the information presented and the approach to getting feedback that was used. She also questioned the space needs identified in the strategic plan and criticized the decision making process regarding the Liberty property. Her comments are attached to these minutes.
Rosie Starr spoke in favor of relocation to Liberty but wondered if the Jeffersonville studios could be converted to production-only use (no broadcasting).
Steve Richter said he can see the drawbacks to remaining in Jeffersonville and investing there, but can see many points of view.
Emma Torres raised a concern that she would have difficulty getting transportation to the station to host her program and that this situation would be worse if we moved to Liberty because it is farther from her home.
Sonja Hedlund spoke in support of Dick Riseling’s proposal and also said that the Town of Liberty would not be happy about removing the donated property from their tax rolls.

**Interim General Manager’s Report:**
Our financial summary report (FSR) was submitted to the Corporation for Public Broadcasting and we have been awarded our next grant. We expect to receive a check for $21,694 next week.

Our part-time office assistant, Patricio, was offered and accepted a full-time job elsewhere, so a new office assistant is being sought.

A press release will be sent out tomorrow for the awards event.

The fall pledge drive will be held the first week in November.

We need more on-air volunteers for multiple tasks, including editors, producers, and novices to be trained as board operators. We especially need volunteers for the early morning shift.

The yard sale raised more than $800.00.

The art auction is scheduled to be held at the Liberty site the on Saturday, October 7th. Items to be sold will include all the donated artwork, which we held back from the spring auction. We also will be soliciting local artists to donate artwork. Kevin suggested that we include some kids’ art. Ken Hilton suggested that we contact local school districts to acquire student art. Pat Pomeroy suggested that we contact the Catskill Art Society, since they organize an annual school art show in the spring and could possibly identify students who participated and might be interested in donating their art for sale. Tim pointed out that the date proposed coincides with Callicoon Art Walk, and suggested that we could perhaps hold the event in Callicoon to piggy-back on that event, perhaps by holding at the Western Hotel, so that rather than competing with the event, we would be joining it.

**Community Advisory Board Report**
Sheila and Judy reported that CAB meetings will be held at various places in our listening area this year to encourage more community input. The September 12th meeting will be held at the Ted Stoebele Center in Monticello. It is posted on our website.

**Motion:** Appoint Tasa Faroni-Butler to the CAB for a term to expire in July, 2019 (Springhetti/Lomax)

In favor: Bruno, DeLeo, Geary, Higgins, Hilton, Hulit, Lomax, McDaniel, Moore, Nordstrom, Page, Peterson, Pomeroy, Springhetti

Opposed: none

Abstaining: none
Treasurer’s Report:
Ken Hilton reviewed the QuickBooks documents that were included in the board packet, and indicated that we are in better shape than we were this time last year. In response to questions about the deficit on the balance sheet he pointed out that we will be receiving our CPB grant payments in the 4th quarter, we have another pledge drive and the end-of-year campaign, as well as event income (music sale) that comes late in the year. He indicated that the payroll savings this year (open position for general manager) contributed to lower expenses reflected on the balance sheet.

Committee Reports:

Audit Committee Report: Kit Hulit reported that the committee has met and formulated three additions to our financial controls policy, which were offered as motions for board approval.
Motion: Expense reimbursements to the General Manager/Director of Development require approval of an officer of the Board of Trustees.
In favor: Bruno, DeLeo, Geary, Higgins, Hilton, Hulit, Lomax, McDaniel, Moore, Nordstrom, Page, Peterson, Pomeroy, Springhetti
Opposed: none
Abstaining: none
Motion: The Audit Committee will review monthly bank statements.
In favor: Bruno, DeLeo, Geary, Higgins, Hilton, Hulit, Lomax, McDaniel, Moore, Nordstrom, Page, Peterson, Pomeroy, Springhetti
Opposed: none
Abstaining: none
Motion: The procedure for the handling of cash at station events will be printed and reviewed with volunteers working at those events.
In favor: Bruno, DeLeo, Geary, Higgins, Hilton, Hulit, Lomax, McDaniel, Moore, Nordstrom, Page, Peterson, Pomeroy, Springhetti
Opposed: none
Abstaining: none

Development and Community Outreach Committee
Awards ceremony will take place on September 10th at the Catskill Distillery. There will be an appetizer buffet, free non-alcoholic drinks, a cash bar, and music. The salsa party will be in February.

Finance Committee
Ken Hilton reported that the finance committee has met and is working on the alignment of the gift acceptance, financial controls, and proposed endowment policies. He then described several minor adjustments to the 2017 budget and asked the board to adopt them in a single motion.
**Motion:** Add two new expense lines titled “General Manager Search Expenses” and “Messiah Program Expenses”; change three expense lines as follows: move $1500 from Payroll to the General Manager Search line, move $500 from the Donor Appreciation line to the Messiah Program line, move $700 from the Promotion/Publicity line to the Messiah Program line; and, due to the adjustment made last month regarding employee contributions to health insurance, remove $2750 from the Payroll budget line.

In favor: Bruno, DeLeo, Geary, Higgins, Hilton, Hulit, Lomax, McDaniel, Moore, Nordstrom, Page, Peterson, Pomeroy, Springhetti

Opposed: none

Abstaining: none

**Nominating and Governance Committee**

John Nordstrom that the committee had met and decided to propose a bylaws change to terms of CAB members. (Note: Bylaws currently allow two consecutive 2-year terms.) However, he suggested that this be put off and perhaps changed to 2 consecutive 3 year terms. Other committee members indicated that the vote of the committee was to maintain 2 year terms but to remove term limits. They felt that since the board is not obligated to reappoint CAB members at the end of each 2-year term, term limits are not necessary. The committee was under the impression that nearly all of the CAB members’ second terms had expired in July of 2017. Kit Hulit clarified that all but one of CAB members’ second terms would expire in July of 2018, and that the other member’s first term would expire in August of 2018. She requested that any proposed bylaws change include language to ensure that there are staggered classes of CAB members and that no matter when they are appointed that their terms begin and end in July. Pat Pomeroy will research and inform the committee of how much notice must be given before bylaws changes can be voted on. The committee agreed to table this issue until the September or October meeting. In the meantime, Martin Springhetti will solicit feedback from the CAB at their September meeting. The nominating and governance committee will solicit candidates for service on the CAB. That effort will include on-air promos.

**Personnel Committee**

Dante DeLeo reported that we have received 32 applications, mostly from Indeed and LinkedIn, the two sites for which we bumped up our presence during the second half of the search period. The job search closes on Monday. There are at least a few who are qualified. A spreadsheet has been created for the process of eliminating obviously unqualified candidates and when that process is complete we will contact them. We have a meeting next Thursday to solidify the search workgroup, which will consist of the personnel committee with a few other people. Thane Peterson reported that we had added a couple of other websites
to the search effort and that we are slightly under-budget on search expenditures. He also announced that Kevin McDaniel was welcomed to the committee as an additional valued member. Pat Pomeroy announced that we received an email from Current today. We got one application from them and they wanted to know if we wanted to boost our listing to the top it for the last 4 days of the search. A “thank you for your application” letter was sent to all applicants.

Old Business:

Green House: Pat Pomeroy reported on the progress of the sale of the Green House. She spoke with the attorney – August 24th was the tentative closing date. Att. Has been talking with buyers about their title insurance. We expect to close in the next couple of weeks.

Liberty Property: Kit Hulit gave a brief review of the process of obtaining estimates. In response to questions about the engineer’s estimates being for labor only, she indicated that any outlays for equipment would be the same for all three options (relocating to Liberty, enlarging the Jeffersonville building, or staying within the existing Jeffersonville space. Each year, as part of the budget process, the staff in consultation with the engineer determines our equipment replacement needs and that is reflected in the budget. The only additional equipment related to either enlarging the Jeffersonville studio or relocating to the Liberty site would be that needed for the “mini-studios”. The cost would be the same for either option. It was also asked why there was not more than one estimate for engineering services and it was pointed out that this was an estimate, not a bid, and that if and when bids are requested, we would get an additional quote. There was also a request for clarification on the issue of ADA compliance at the Jeffersonville property. Pat clarified the difference between what is required in a “grandfathered” building as opposed to a building undergoing renovations and additions. Kit pointed out that the requirements described in the architects’ estimate were based on their professional knowledge, not from any suggestions from the work group.

A motion to relocate (see below) was put forward and each trustee was given the opportunity to contribute to a discussion of the motion.

Discussion: Disadvantages cited by those opposed to the move included the loss of hydro-power, the lack of a definitive price-tag for the renovation and relocation, the cost of a move, and a lack of consensus among the trustees and volunteers. Some in opposition also questioned the space needs expressed in the strategic plan and whether the board had considered enough options, i.e. the possibility of selling the Liberty Property and using the proceeds to go to an alternative space. There were several comments about the value of using the money to build our own tower, including an assertion that selling the property would allow the station to meet the strategic goal related to the reserve fund and enable the station to build a tower.
Advantages cited by those in favor of the move included the additional square footage and parking, ADA compliance, location near a diverse population center on the eastern side of our listening area, visibility, orientation conducive to solar power, and the ways in which those factors would facilitate implementation of the strategic plan. Comments in favor also stressed that it is our programming that makes us valuable to our listeners, not our energy source.

**Motion:** The Board of Trustees of Radio Catskill commits to the relocation of the station’s operations (office, broadcast and production studios, and meeting areas) to the new building donated to us by Barbara Martinsons, located at 2764 Route 52 in Liberty. (Lomax/Springhetti)

In favor: Bruno, Higgins, Hilton, Hulit, Lomax, Nordstrom, Peterson, Pomeroy, Springhetti

Opposed: DeLeo, Geary, McDaniel, Moore, Page

Abstaining: none

Note Voting: Leila McCullough left the meeting prior to the vote.

**Motion:** Authorize the Board President to meet with the surveyor of the property as well as a real estate appraiser to determine the best way to subdivide the land as well as determining the value of the subdivided portion or portions in preparation for putting a portion of the property on the market for sale. John Nordstrom called the question. (Hilton/Peterson)

In favor: Bruno, DeLeo, Higgins, Hilton, Hulit, Lomax, Nordstrom, Peterson, Pomeroy, Springhetti

Opposed: none

Abstaining: Geary (insufficient information), McDaniel (insufficient information), Moore (insufficient information)

Not Voting: Angels Page left the meeting prior to the vote.

**New Business**

Kit Hulit reported that Bette Popovich, former WJFF station manager, who conducts emergency preparedness training for The Red Cross, has offered to train WJFF trustees, volunteers, and staff, as a part of Governor Cuomo’s Citizen Preparedness program. It was suggested that the Liberty building could be utilized for the training session. There was consensus to accept Bette’s offer.

**Second Public Comment Period:** No comments.

**Motion to Adjourn** (Springhetti/Hilton) All in favor. (9:57 p.m.)